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**Public disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No. 596/2014 on market abuse (Market Abuse Regulation)**

**SHOP APOTHEKE EUROPE N.V. launches EUR 200 million convertible bonds**

* **Aggregate Principal Amount: EUR 200 million**
* **Coupon: 0,00% p.a.**
* **Conversion Premium: 40% - 50%**
* **Maturity: 7 years**
* **The Company intends to use the net proceeds raised for general corporate purposes**

Venlo, January 14, 2021: SHOP APOTHEKE EUROPE N.V. (the "Company"), subject to a resolution of the Company's managing board with the approval of the Company's supervisory board, will issue senior unsecured convertible bonds in an aggregate principal amount of EUR 200 million (the "Bonds"), convertible into new shares in bearer form of the Company (the "New Shares") or into existing shares of the same class as the New Shares held by the Company as treasury shares (the New Shares and such treasury shares together, the "Settlement Shares"). Conversion rights to acquire Settlement Shares equaling approximately 4.5% - 4.8% of the current issued and outstanding share capital of the Company will be granted. The shareholders' subscription rights to the Bonds and thereby the rights to acquire Settlement Shares will be excluded.

The Bonds will be issued with a denomination of EUR 100,000 each at their principal amount and, unless previously converted, redeemed or repurchased and cancelled, redeemed at their principal amount on January 21, 2028. The Bonds will bear no periodic interest and are expected to have a conversion premium between 40% - 50% above the volume-weighted average price of the listed share of the Company on XETRA between launch and pricing on today's trading day.

The Company's managing board, with the approval of the Company's supervisory board, is expected to resolve on the issuance this afternoon. The final terms of the Bonds are expected to be announced later today through a press release, and settlement is expected to take place on or around January 21, 2021.

The Company will have the option to redeem all, but not some only, of the Bonds at their principal amount in accordance with the terms and conditions of the Bonds (i) at any time on or after March 10, 2025 if the price of the listed share of the Company exceeds 130% of the then prevailing conversion price over a specified period or (ii) if 15% or less of the aggregate principal amount of the Bonds remains outstanding. Holders of the Bonds will be entitled to require an early redemption of their Bonds at their principal amount on the fifth anniversary of the Bonds' issue.

Unless previously redeemed, or purchased and cancelled, the Bonds will be convertible at the option of the holder into Settlement Shares.

The Company is entitled to make a cash payment in lieu of delivering the Settlement Shares if and to the extent on settlement date the Company is unable to deliver Settlement Shares upon conversion.

The Company is also entitled to fulfill its obligation to redeem the Bonds in cash by redeeming all of the Bonds by delivering Settlement Shares and, if applicable, paying an additional cash amount.

The Bonds are expected to be included in the trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange within two weeks after settlement.

The Company intends to use the net proceeds for general corporate purposes.

The Bonds will be offered by way of an accelerated bookbuilding only to institutional investors outside the United States in reliance on Regulation S (Category 1) under the United States Securities Act of 1933 as amended, as well as outside of Australia, Japan, South Africa and any other jurisdiction in which offers or sales of the Bonds would be prohibited by applicable laws. In Canada, the offering will only be made in the provinces of Ontario, Québec, British Columbia or Alberta, to institutional investors who are both an accredited investor and a Canadian permitted client under applicable Canadian securities laws.

Under the terms of the offering of the Bonds, the Company will agree, subject to certain customary exceptions, not to sell any securities that are substantially similar to the Bonds or the listed shares of the Company for a lock-up period ending 90 calendar days following the settlement date in respect of the offering of the Bonds.

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Information and Explanation of the Issuer to this News:

**ABOUT SHOP APOTHEKE EUROPE.**

SHOP APOTHEKE EUROPE is one of the leading and fastest-growing online pharmacies in Continental Europe. With the acquisition of Europa Apotheek Venlo in November 2017, SHOP APOTHEKE EUROPE significantly extended its European market leadership. The product range for the whole family in the areas of OTC, beauty and personal care products as well as prescription drugs is supplemented by high quality natural food and health products, low carb products and sports nutrition following the acquisition of nu3 GmbH in July 2018.

SHOP APOTHEKE EUROPE operates online pharmacies in Germany, Austria, France, Belgium, Italy, the Netherlands and Switzerland at this moment. SHOP APOTHEKE EUROPE delivers a broad range of more than 100,000 original products to 6.3 million active customers (31 December 2020) fast and at attractive prices. In addition, SHOP APOTHEKE EUROPE provides comprehensive pharmaceutical consulting services.

SHOP APOTHEKE EUROPE N.V. has been listed on the regulated market of the Frankfurt Stock Exchange (Prime Standard) since 13 October 2016 and has moved up to the MDAX index on 21 September 2020.

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In the United Kingdom, this announcement is only directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc. (all such persons together being referred to as "Relevant Persons")). This document must not be acted on, or relied upon, by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In member states of the European Economic Area the placement of securities described in this announcement is directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a "Retail Investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MIFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Bonds are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement does not constitute a recommendation concerning the placement. Investors should consult a professional advisor as to the suitability of the placement for the person concerned.

This release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of the Company ("forward-looking statements"). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "intends," "may," "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements are based on the current views, expectations and assumptions of the management of the Company and involve significant known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Any forward-looking statements included herein only speak as at the date of this release. We undertake no obligation, and do not expect to publicly update, or publicly revise, any of the information, forward-looking statements or the conclusions contained herein or to reflect new events or circumstances or to correct any inaccuracies which may become apparent subsequent to the date hereof, whether as a result of new information, future events or otherwise. We accept no liability whatsoever in respect of the achievement of such forward-looking statements and assumptions.